



**Union Tank Car Company**

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

RECORDATION NO. *11858-7, W*

FILED

NOV 13 '97

4-50PM

November 10, 1997

Surface Transportation Board  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series 17)  
Recordation No. 11858

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Ninth Supplemental Equipment Trust Agreement dated as of July 31, 1997, between Union Tank Car Company and State Street Bank, as Trustee, and the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

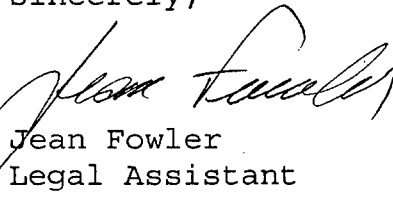
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$48 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,



Jean Fowler  
Legal Assistant

encls  
UTC4066

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

NOV 13 4 48 PM '97



A member of The Marmon Group of companies

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

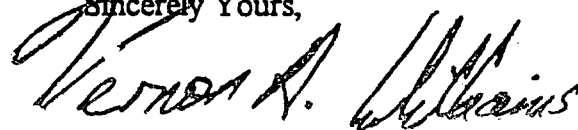
Jean Fowler  
Legal Assistant  
Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

DATE: 11/13/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 11/13/97 at 4:50PM, and  
assigned recordation number(s). 11858-V and 11858-W.

Sincerely Yours,

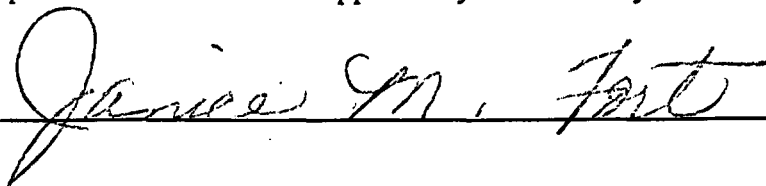


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 48.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



STATE OF ILLINOIS)  
COUNTY OF COOK )

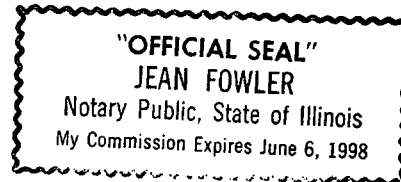
RECORDATION NO. 11858-W FILED ✓  
NOV 13 '97 4-50 PM

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1997, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 7th day of November, 1997.

  
Notary Public



NOV 13 '97

4-50PM

## BILL OF SALE

STATE STREET BANK AND TRUST COMPANY,  
as successor to  
The First National Bank of Boston,  
as Trustee under Equipment Trust Agreement  
Dated as of May 15, 1980 (Series 17)  
to  
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that State Street Bank and Trust Company, as successor to The First National Bank of Boston, as Trustee under that certain Equipment Trust Agreement dated as of May 15, 1980 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1997.

Attest:

STATE STREET BANK AND TRUST COMPANY,  
as successor to  
The First National Bank of Boston

*Gary Dougherty*


By: *[Signature]*  
Its

UTC2044

STATE OF MASSACHUSETTS)

) SS  
COUNTY OF SUFFOLK )

On this 5<sup>th</sup> day of NOVEMBER 1997, before me, a Notary Public in and for said State and County, personally appeared ROLAND S GUSTAFSEN and GARY DOUGHERTY, to me personally known, who being by me duly sworn did say that they are, respectively, ASSISTANT VICE PRESIDENT and ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.



\_\_\_\_\_  
Notary Public

**SCOTT KNOX**  
Notary Public  
My Commission Expires July 12, 2002

7/31/97

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS – SCHEDULE B  
SERIES 17 (R017)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	BOXT	70 TON	BCIT 841985, 842088
2	BOXT	70 TON	NAR 50105, 50124
15	COVE	2,900 CUFT.	UNPX 120402–120416
1	COVE	2,100 CUFT	UNPX 121897
1	T054	12,745 GAL.	UTLX 11160
1	TMI	13,350 GAL.	UTLX 69594
2	TPI	13,350 GAL.	UTLX 69710, 69741
1	TA	13,500 GAL.	UTLX 15024
1	TA	13,684 GAL.	UTLX 11373
1	TM	17,000 GAL.	UTLX 71666
1	TP	17,300 GAL.	UTLX 27713
2	TM	20,000 GAL	UTLX 57836, 68631
1	TM	20,441 GAL.	UTLX 57843
1	TM	23,500 GAL.	UTLX 68863
1	T106	23,487 GAL.	UTLX 68965
2	TP	25,000 GAL.	UTLX 26032, 98045
<u>1</u>	TPI	33,800 GAL.	UTLX 98925

36 TOTAL